

**EXHIBIT A**  
**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

SEARS HOLDINGS CORPORATION, *et al.*,

Case No. 18-23538 (RDD)

Debtors.

(Jointly Administered)  
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**ORDER GRANTING BAKER & HOSTETLER LLP'S MOTION  
FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM**

Upon consideration of the motion (the "Motion") of Baker & Hostetler LLP ("Baker"), for allowance and payment of its administrative expense claim; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, dated February 1, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having considered all of the proceedings had before the Court; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; IT IS HEREBY

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that Baker is allowed an administrative expense claim pursuant to 11 U.S.C. § 503(b)(1)(A) for \$58,240.89 (the "Allowed Administrative Claim"); and it is further

ORDERED that payment of the Allowed Administrative Claim shall be in accordance with the Confirmation Order; and it is further

ORDERED this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2019

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE